

**Objections Due: March 3, 2006 at 4:00 p.m.**

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- and -

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Attorneys for Delphi Corporation, et al.,  
Debtors and Debtors-in-Possession

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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05- 44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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NOTICE OF PRESENTMENT OF ORDER UNDER 11 U.S.C. §§ 327(e) AND 1107(b)  
AND FED. R. BANKR. P. 2014 AUTHORIZING EMPLOYMENT AND RETENTION  
OF CADWALADER, WICKERSHAM & TAFT LLP AS GOVERNMENT  
INVESTIGATIONS COUNSEL TO DEBTORS

PLEASE TAKE NOTICE that on February 21, 2006, Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases filed the Application For An Order Under 11 U.S.C. §§ 327(e) And 1107(b) And Fed. R. Bankr. P. 2014 Authorizing Debtors Employment And Retention Of Cadwalader, Wickersham, & Taft LLP ("Cadwalader") As Government Investigations Counsel To Debtors (the "Application").

PLEASE TAKE FURTHER NOTICE that if timely written objections are filed, served, and received in accordance with this notice, a hearing to consider approval of the Application will be held on April 6, 2006, at 10:00 a.m. (Prevailing Eastern Time) (the "Hearing") before the Honorable Robert D. Drain, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 610, New York, New York, 10004.

PLEASE TAKE FURTHER NOTICE that if no written objections to the Application are timely filed, served, and received, the order filed with the Application and attached to this notice as Exhibit A will be submitted for signature to the Honorable Robert D. Drain, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 610, New York, New York 10004 on March 3, 2006.

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Application must (a) be in writing, (b) conform to the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, and the Order Under 11

U.S.C. §§ 102 (1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014  
Establishing (I) Omnibus Hearing Dates, (II) Certain Notice, Case Management, And  
Administrative Procedures, And (III) Scheduling An Initial Case Conference In Accordance  
With Local Bankr. R. 1007-2(e) (the "Case Management Order") (Docket No. 245), (c) be  
filed with the Bankruptcy Court in accordance with General Order M-242 (as amended)  
registered users of the Bankruptcy Court's case filing system must file electronically, and all  
other parties-in-interest must file on a 3.5 inch disk (preferably in Portable Document  
Format (PDF), WordPerfect, or any other Windows-based word processing format), (d) be  
submitted in hard-copy form directly to the chambers of the Honorable Robert D. Drain,  
United States Bankruptcy Judge, and (e) be served upon (i) Delphi Corporation, 5725  
Delphi Drive, Troy, Michigan 48098 (Att'n: General Counsel), (ii) counsel to the Debtors,  
Skadden, Arps, Slate, Meagher & Flom LLP, 333 West Wacker Drive, Suite 2100,  
Chicago, Illinois 60606 (Att'n: John Wm. Butler, Jr.), (iii) counsel for the agent under the  
Debtors' prepetition credit facility, Simpson Thacher & Bartlett LLP, 425 Lexington  
Avenue, New York, New York 10017 (Att'n: Kenneth S. Ziman), (iv) counsel for the agent  
under the postpetition credit facility, Davis Polk & Wardwell, 450 Lexington Avenue, New  
York, New York 10017 (Att'n: Marlane Melican), (v) counsel for the Official Committee  
of Unsecured Creditors, Latham & Watkins, 885 Third Avenue, New York, New York  
10022 (Att'n: Robert J. Rosenberg and Mark A. Broude), (vi) Cadwalader, Wickersham, &  
Taft LLP, 1201 F Street, N.W., Washington, D.C. 20004 (Att'n: Philip Urofsky), and (vii)  
the Office of the United States Trustee for the Southern District of New York, 33 Whitehall  
Street, Suite 2100, New York, New York 10004 (Att'n: Alicia M. Leonhard), in each case

so as to be **received** no later than **4:00 p.m. (Prevailing Eastern Time) on March 3, 2006**  
(the "Objection Deadline").

PLEASE TAKE FURTHER NOTICE that only those objections made as  
set forth herein and in accordance with the Case Management Order will be considered by  
the Bankruptcy Court at the Hearing. If no objections to the Application are timely filed  
and served in accordance with the procedures set forth herein and in the Case Management  
Order, the Bankruptcy Court may enter an order granting the Application **without further  
notice**.

Dated: New York, New York  
February 21, 2006

SKADDEN, ARPS, SLATE, MEAGHER  
& FLOM LLP

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